

ELECTRONICALLY FILED

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

EDGAR J. BRONFMAN, JR.,

Plaintiff, : No. 07-CV-2875 (VM)

v.

VIVENDI S.A., THE BENEFIT EQUALIZATION : STIPULATION AND  
PLAN OF VIVENDI S.A., AND THE HUMAN : ORDER  
RESOURCES COMMITTEE OF THE BOARD OF :  
DIRECTORS OF VIVENDI S.A., :  
Defendants. :  
-----x

This Stipulation and Order is entered into this 25th day of May 2007, by and among Edgar Bronfman Jr. ("Plaintiff"), Plaintiff in the above-captioned actions, Defendant Vivendi S.A. ("Vivendi"), Defendant the Benefit Equalization Plan of Vivendi S.A. ("BEP") and Defendant the Human Resources Committee of the Board of Directors of Vivendi S.A. ("the Human Resources Committee") (collectively, "Defendants").

WHEREAS, Plaintiff attempted to serve the summons and complaint in this action on certain Defendants or their representatives on multiple occasions, the earliest of which was April 18, 2007;

WHEREAS, Defendants timely filed an answer and a motion to dismiss on May 8, 2007, alleging (among other stated defenses and bases for dismissal) that the BEP and the Human Resources Committee were not properly served with process and therefore were not subject to the jurisdiction of this Court;

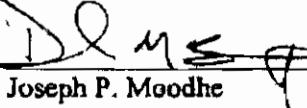
WHEREAS, Defendants aver that Vivendi Holding I Corp. ("Vivendi Holding") is the entity that is responsible for funding the pension obligations that are alleged to be due to Plaintiff that are the subject matter of this litigation;

**IT IS THEREFORE AND HEREBY AGREED AND ORDERED THAT:**

1. The parties agree that Vivendi Holding shall be substituted as a party defendant for Vivendi nunc pro tunc to April 18, 2007 (the time of service of the summons and complaint on Vivendi). This substitution shall not constitute an admission, in this action or otherwise, that each of Vivendi, Vivendi Holding, or their parents or subsidiaries, are liable for the judgments, debts or other obligations of each other.
2. Vivendi Holding acknowledges that it is the entity that is responsible for funding the pension obligations that are alleged to be due to Plaintiff that are the subject matter of this litigation.
3. Defendants Vivendi Holding and the BEP, and Sarah Frank, in her capacity as a member of the Human Resources Committee, acknowledge valid service of the summons and complaint herein and the jurisdiction of this Court over them in this action.

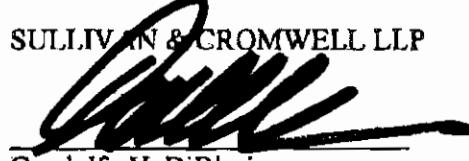
4. Vivendi, together with Vivendi Holding, will respond to discovery requests served on Vivendi Holding or the BEP as if it continued to be a party in the litigation, without service of any additional process.
5. Vivendi Holding will comply with any applicable law regarding fraudulent conveyance in relation to any judgment that may be rendered in this action.
6. Defendants Vivendi Holding, the BEP and Sarah Frank, in her capacity as a member of the Human Resources Committee, will file a response to the complaint joining those portions of the answer and motion to dismiss that do not conflict with this stipulation, on or before May 30, 2007. Plaintiff will serve any opposition to the motion to dismiss, and any other related papers, on or before June 13, 2007. Defendants will file any reply papers on or before June 20, 2007.

DEBEVOISE &amp; PLIMPTON LLP



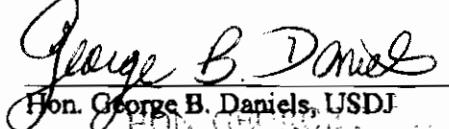
Joseph P. Moodhe  
David M. Bigge  
919 Third Avenue  
New York, NY 10022  
(212) 909-6000  
*Attorneys for Defendants*

SULLIVAN &amp; CROMWELL LLP



Gandolfo V. DiBlasi  
125 Broad Street  
New York, NY 10004  
(212) 558-4000  
*Attorneys for Plaintiff*

So Ordered: MAY 31 2007



Hon. George B. Daniels, USDIJ  
HON. GEORGE B. DANIELS

, 2007